

## **Compensation Committee Charter**

The Board of Directors of Bioceres Crop Solutions Corp. (hereinafter, either "Bioceres" and/or the "Company") has developed and adopted this charter concerning the functioning and responsibilities of the Company's Compensation Committee (hereinafter, the "Charter").

The duties and responsibilities of the Compensation Committee are the following: (i) to formulate and establish the compensation policy for the Board of Directors of the Company pursuant to applicable regulations; (ii) to formulate and establish the compensation policy for Executive Officers (as defined hereinbelow) of the Company;; (iii) to conduct the performance evaluations of the Executive Officers and management of the Company; (iv) to submit the performance evaluations of the Executive Officers and management to the Board of Directors; and (v) to identify and recommend to the Governance Committee persons that are qualified and eligible to serve as Executive Officers of the Company.

### **1. Compensation Committee Composition and Functioning**

#### **1.1. Composition**

The Compensation Committee shall function as a body and shall be composed by 3 (three) regular acting directors, who shall be appointed by the Board of Directors from among its members by simple majority of votes.

#### **1.2. Functioning**

The Compensation Committee shall, in its first session, appoint a President and a Vice-President, who will replace the President in the event of absence, impediment, incapacity or death of the former.

The Compensation Committee shall meet at least three times a year or, less often, at the request of any of its members. The Compensation Committee meetings shall be called by the President or Vice-President, as the case may be, by giving due notices to each regular member, which shall be addressed to such domiciles as they shall inform to the Company on occasion of accepting the position. The notice of meeting shall be served at least 72 (seventy-two) hours in advance. The Compensation Committee can function with the absolute majority of its members being present, either personally and/or communicated through media for simultaneous transmission of sound, images or words. The decisions shall be adopted by the majority vote of the members attending the meeting. In the event of a tie, the vote of the President –or the Vice-President, if acting in the former's place- shall decide. In the event of absence of any of its members, the alternate member shall replace him/her. The resolutions adopted by the Compensation Committee shall be registered in the corresponding book and signed by all members attending the meeting. All other members

of the Board of Directors may attend the deliberations of the Compensation Committee, with a right to speak, but not to vote.

The actions proposed by the Compensation Committee shall be submitted for consideration by the Board of Directors, informing the Board Chairman in advance for proper inclusion thereof in the corresponding agenda.

### 1.3. Term of office

Members of the Compensation Committee shall hold office for the term set by the Board of Directors at the time of their appointment, and they may be reelected indefinitely. Once their term of office has expired, the Compensation Committee members shall continue to hold office until their successors have been appointed. Any director losing his/her capacity as such for any reason whatsoever shall automatically be removed from membership of the Compensation Committee.

### 1.4. Budget

The Committee shall have the authority, as it may deem necessary or appropriate, to retain consultants, experts and other independent professionals in order to fulfill its duties and responsibilities. For such purpose, the Company's Annual General Meeting shall approve a budget for the Compensation Committee, which shall provide for the possibility of such retention costs and any other expenses as may be foreseen for the fulfillment of its duties. The amount of said budget shall be proposed to the Annual General Meeting by the Board of Directors (which shall, for the calculation thereof, involve the Compensation Committee acting during the previous fiscal year), with a detail of the retentions and any other expenses forecasted therein.

## **2. Validity**

2.1. This Charter shall become effective as of the date of its adoption by the Board of Directors (hereinafter, the "Effective Date").

2.2. The Compensation Committee Charter will be available on the Company website [www.biocerescrops.com](http://www.biocerescrops.com) as of the Effective Date.

## **3. Committee Duties and Responsibilities**

Following are the duties and responsibilities of the Committee:

1. Formulate the compensation policy for the Board of Directors pursuant to applicable regulations.
2. Formulate the compensation policy for the Executive Officers and management of the Company. The Executive Officers of the Company are the officers holding the

positions of CEO (Chief Executive Officer), CFO (Chief Financial Officer), Legal and Intellectual Property Director, Chief Technology Officer, Director of Strategy and Chief Scientific Officer, hereinafter the “Executive Officers” and/or any such executive directorships as may be established in the future.

3. Formulate and set the guidelines for the allocation of Company stock options to the members of the Board of Directors, Executive Officers and management employees of the Company and its controlled companies.
4. Award the Incentive Plans to the members of the Board of Directors, Executive Officers and management employees of the Company and its controlled companies.
5. Identify individuals qualified to become Executive Officers of the Company and recommend them to the Governance Committee.
6. Prepare the performance evaluations for the Executive Officers and management of the Company.
7. Conduct the performance evaluations of the Executive Officers and management of the Company.
8. Submit to the Board of Directors the performance evaluations of the Executive Officers and management sixty (60) days after the end of the fiscal year.
9. Submit to the Board of Directors the self-evaluation on the performance of the Compensation Committee sixty (60) days after the end of the fiscal year.

#### **4. Performance Evaluation**

The Compensation Committee shall produce and provide to the Board of Directors an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Compensation Committee with the requirements set forth in this Charter. The performance evaluation shall also include a review and re-evaluation of the suitability of this Charter and, in case the Committee deems necessary or desirable to make any amendments to this Charter, it shall so recommend to the Board of Directors. The performance evaluation shall be submitted to the Board of Directors sixty (60) days after the end of the fiscal year.